SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AUG 2 1 2002

**PROCESSED** 

THOMSON FINANCIAL

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL
	QMB Number: 3235-0076
	Éxpires: May 31, 2005
	Estimated average burden
Z	hours per response1
<b>%</b>	<b>"</b>

SEC USE ONLY								
	Serial							
DATE RECEIVED								

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Accredited Investor Only Offering of 510 Units of Membership Interests of UnaSource Surgery Associates, PLLC Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [X] New Filing [ ] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.) **UnaSource Surgery Associates, PLLC** Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 4600 Investment Drive, Suite 300, Troy, Michigan 48098 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same as above. Brief Description of Business Investment in a multi-specialty surgical facility.



Type of Business Organizat [ ] corporation [ ] business trust	[ ] limited partne	rship, already formed rship, to be formed	,	ease specify): ility Company
		Month Year		
Actual or Estimated Date of Organization:	Incorporation or	[0]1] [0]1]	[ <b>X</b> ] Actual	[ ] Estimated
Jurisdiction of Incorporation CN for Canada; FN for othe		two-letter U.S. Postal So [M] [I]	ervice abbrevia	tion for State:
	_	······································	And the same of th	(C188010014466011 C0000000 0000 10000000 10000000000

### **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [ <b>X</b> ] General and Managing Partner
Full Name (Last nam Bolgna, Sante, M.D.	•		PPAN MENINERANI AND
	ce Address (Number and Stree uite 611, Troy, MI 48098	et, City, State, Zip Coo	de)
Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [X] General and Managing Partner
Full Name (Last nam Hammel, Mark, M.D			temperaturus uniteraturus saite atti eta 1900 den 1900 d
	ce Address (Number and Stre ive, Suite 370, Troy, MI 4890		le)
Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [X] General and Managing Partner
Full Name (Last nam Kearney, David, M.D		9-4079-0044-V-D. Allef Mill State (Arthur Cortas and Landvers Cortains and Arthur Cortas and Arthur Co	Middell Haddin Sado a Nafaras (1974) Hillion Britain (1984) Haddin Sado Sado Sado Sado Sado Sado Sado Sado
	ce Address (Number and Stre ive, Suite 370, Troy, MI 4890		le)
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ] General and Managing Partner
Full Name (Last nam	e first, if individual)	anta filosoccia a la sel anta inferiorativa anta inferiora e can inferiora da anta anta anta anta anta anta an	100-100-70-6 (4) (4) (4) (4) (4) (4) (4) (4) (4) (4)
Business or Residen	ce Address (Number and Stree	et, City, State, Zip Cod	le)
Check Box(es) that	[ ] Promoter [ ] Beneficial	[ ] Executive	[ ] Director [ ] General and

Apply:					Owner		0	fficer			Mana Partn	
Full Nai	me (Last r	name	first, if ir	ndividua	ıl)	un ya i maanga <del>yaana maka maana a</del>	***************************************	<b></b>				
Busines	ss or Resi	dence	Addres	s (Num	ber and	Street, 0	City, Sta	ate, Zip Co	ode)			<del>ace and an</del> ecounted the state of the
Check I Apply:	Box(es) th	nat	[]Pro	moter [	] Benefic Owner			xecutive fficer	[][	Director	] Gene Mana Partn	ging
Full Na	me (Last r	name	first, if in	ndividua	ıl)		***************************************		***************************************		***************************************	
Busines	ss or Resi	dence	Addres	s (Num	ber and	Street, 0	ity, Sta	ate, Zip Co	ode)		## <del>www.in.in.in.in.in.in.in.in.in.in.in.in.in.</del>	
Check I Apply:	Box(es) th	ıat	[ ] Proi	moter [	] Benefic Owner			xecutive fficer	[][	Director [	] Gene Mana Partn	ging
Full Na	me (Last r	name	first, if in	ndividua	ıl)	<b>*</b> (**)*********************************		<del>nazi di 10 Mari 20 Mala 200 Mari 10 Mari 20 Ma</del>	**************************************	·	······································	
Busines	ss or Resi	dence	Addres	s (Num	ber and	Street, 0	City, Sta	ate, Zip Co	ode)	cor <del>lace pu</del> çu <u>umPHPA-00HO-000PH-0</u> 40504-0	<b>*************************************</b>	
	(Use bi	ank s	sheet, o	г сору а	and use	additio	nal cop	oies of thi	s sheet,	as nece	essary.)	
PARCONDERIORISTICATION SERVICES	santanyutukehitarikerrenyetesiarikerrenyet	**************************************	90000000000000000000000000000000000000	B. IN	FORMA	TION AI	BOUT	OFFERIN	G	***************************************	·	***************************************
1. Has offering	the issuer	sold,	or does	the issi	uer inten	d to sell	to nor	n-accredite	ed investo	ors in thi	s	Yes [ ]
2 Wha	t is the mi	nimur						2, if filing u				<b>\$7</b> ,
	s the offeri							•			••••	Ye
or indire with sal broker of dealer.	r the informectly, any les of sector of sector or dealer in the less than the less tha	commurities register an fiv	nission of in the opered with e (5) pe	or simila ffering. In the SE rsons to	r remune If a perse C and/o be listed	eration foon to be r with a d are as:	or solici listed i state o sociate	itation of p is an asso r states, list d persons	urchaser ciated pe st the nar	rs in con erson or me of the	nection agent of e broker	a or
Full Na	me (Last r	name	first, if in	ndividua	al)	HOLOCOLO SICOLO HI POPULATO PARTO PA	***************************************		**************************************		***************************************	
Busines	ss or Resi	dence	e Addres	s (Num	ber and	Street, 0	City, Sta	ate, Zip Co	ode)	······································		
	of Associa	ited B	roker or	Dealer	***************************************					<del></del>	***************************************	
Name of		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	n lictal	Has So	licited or	Intends	to Soli	icit Purcha	sers	<del>11.74.1.4.1.4.1.1.1.1.1.1.1.1.1.1.1.1.1.</del>	***************************************	<del></del>
States i	in Which F k "All Sta					ates)				[	] All S	States

[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (Last name first, if individual)												
Busine	Business or Residence Address (Number and Street, City, State, Zip Code)											
Name	Name of Associated Broker or Dealer											
States	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers											
(Chec	k "All	States"	or chec	k indiv	idual St	ates)				[	] All St	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[HN]	[UN]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	ist name	first, if	ndividua	al)	\$60,000,000 to 1,000,000 to 1,000	ila ya karan pendangan pendangan pendalah da	historian i esterale in ramano es sucera e secci	y neer purities een televisch zoon de stande en stande een stande een stande een stande een stande een stande e	**************************************	**************************************	***************************************
Busin	ess or R	esidenc	e Addre	ss (Num	nber and	Street, (	City, Stat	e, Zip Co	ode)	64 for tay, 100000, 0000700##981 01 <b>4</b> ;14090#88	antageros percentantes procesas que en esta en	N. COMMUNICATION CONTRACTOR CONTR
Name	of Asso	ciated E	Broker o	· Dealer	ugicania antico i con promoto con con con con con con con con con co	inagangan kanyang propenti di dari dan kanasa ka	empromonia en	**************************************				***************************************
States	s in Whic	ch Perso	n Listed	l Has So	olicited o	r Intends	to Solic	it Purcha	sers	ancana <del>eyerecey, seyffel ffel</del> t fairfir nada bonus	co.co.dc.ec.oscoschosc.ec.eeeoeeoeedAMAPAVVVVIIA	Pindiochichichichian de Bernauch (1920)
(Chec	ck "All	States"	or chec	k indiv	idual St	ates)				[	] All St	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
. Б. Сов. на населения подержания под	(Us	e blank	sheet, o	or copy	and use	additio	nal copi	es of thi	s sheet,	as nec	essary.)	******************************
**************************************	C. OFF	ERING	PRICE,	NUMBI	ER OF II	NVESTO	RS, EXP	PENSES	AND US	E OF P	ROCEED	S
1 Fni	er the a	garegati	e offerin	a price d	of securit	ies inclu	ded in th	is offerin	<b>a</b>	n veransumuutuutuuti ehiteena ohtioo	or nonemons in a second section in	decide decident francisco, qua

<sup>1.</sup> Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate ffering Price	Am	nount Already Sold
Debt	\$ 0	\$	0
Equity	\$ 0	\$	0
[ ] Common [ ] Preferred			
Convertible Securities (including warrants)	\$ 0	\$	0
Partnership Interests	\$ 0	\$	0
Other (Specify: Units of Membership Interests in a limited liability company).	\$ 4,029,000	\$	1,813,050
Total	\$ 4,029,000	\$	1,813,050
Answer also in Appendix, Column 3, if filing under ULOE.			

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under  $\underline{\text{Rule }504}$ , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	Number Investors 9 0 N/A	Aggregate Dollar Amous of Purchases \$ 1,813,050 \$ 0 \$ N/A	S
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			
Type of offering	Type of Security	, Dollar Amou Sold	nt
Rule 505	N/A	\$ N/A	
Regulation A		\$	
Rule 504 Total		\$ \$	
Total		Ψ	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees	p	<b>K]</b> \$ 0	
Printing and Engraving Costs	-	<b>K</b> ] \$ 1,500	
Legal Fees	•	<b>K</b> ]\$ 26,000	
Accounting Fees Engineering Fees	•	<b>K</b> ]\$ 1,000 <b>K</b> ]\$ 0	
Liigingering Fees	[/	-τ <b>ι</b> ψ ∪	

b. Enter the difference between the aggregate offering price given in response to Part C

Total .....

Sales Commissions (specify finders' fees separately) ......

Other Expenses (identify) \_\_\_\_\_.....

- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ...........

\$4,000,500

0

0

28,500

[X] \$

[X] \$

[X]\$

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers,	
	Directors, & Affiliates	Payments To Others
Salaries and fees	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$ 0
Purchase of real estate	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$ 0
Purchase, rental or leasing and installation of machinery and equipment	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$ 0
Construction or leasing of plant buildings and facilities	[ <b>X</b> ] \$ 0	[X] \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer		
pursuant to a merger)	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$ 0
Repayment of indebtedness	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$3,990,500
Working capital	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$ 10,000
Other (specify):	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$ 0
	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$ 0
Column Totals	[ <b>X</b> ] \$ 0	[ <b>X</b> ] \$4,000,500
Total Payments Listed (column totals added)	[X] \$	4,000,500

Payments to

# D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
UnaSource Surgery Associates, PLLC		8-9-02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	VIII MERINGEN I I I MAAR MARII TARKA II I I MAAR AA II I AA II I I I I I I I I I I I
David Kearney	Manager	COMBONICACIO (EL LOS ALIGERES CARRESTANA DE SE RECUERTA BALLER A

# ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)